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September 21, 1999



Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 173257245

Re: FCC Form 602 for TeleCorp Holding Corp. Inc.

Dear Sir or Madam:

Enclosed for filing please find an original of an FCC Form 602 providing ownership information for TeleCorp Holding Corp., Inc.

Please stamp the enclosed duplicate copy as received and return it for our records in ~~the~~ attached envelope.

Please direct any questions or correspondence concerning this filing to the undersigned.


Respectfully submitted,

Nicole M. McGinnis

Enclosures

FCC 602
Main FormFCC Ownership Disclosure Information for the
Wireless Telecommunications Service8Approved by OMB
3060 - 0798
See instructions for
public burden estimate

Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
TeleCorp Holding Corp., Inc.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Thomas	H.	Sullivan	
Title:			
Vice President and Chief Financial Officer			
Signature:			Date:
			
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001)
AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 1201), AND/OR FORFEITURE (U.S. Code, Title 47,
Section 503).


RECEIVED
SEP 23 1999
Licensing & Technical
Analysis Branch

Schedule for Disclosable Interest Holders

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Hddw listed in #3 (use additional sheets, if necessary):	11b) Principal Business:		11c) TIN:	11d) Percent of Interest Held:
Bee Exhibit A-2				

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (If Individual):		MI:	Last Name:	Suffix:
Thomas		H.	Sullivan	
2) Disclosable Interest Holder's Name (If entity):			3) Disclosable Interest Holder's TIN:	
				
4) Disclosable Interest Holder's Address:				
1010 N. Glebe Road, Ste 800, Arlington, VA 22201				
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to Instructions for list of codes):		7) Percent of Interest Held in Applicant:
O, R, K, D		I		See Exhibit A-1
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
S - See Exhibit A-1			USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit A-1.				
I				

Related FCC Regulated **Businesses** of **Disclosable** Interest Holders (repeat for each **Interest** holder **identified**)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Exhibit A-3			

FCC 602
Schedule AFCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (If individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (If entity): Hoak Communications Partners, L.P.		3) Disclosable Interest Holder's TIN: Unavailable*	
4) Disclosable Interest Holder's Address: c/o TeleCorp 1010 N. Glebe Road, Ste 800, Arlington, VA 22201			
6) Type of Interest in Applicant () (refer to instructions for list) D, R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L	7) Percent of Interest Held in Applicant: See Exhibit A-1	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): S - See Exhibit A-1		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (If the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
TeleCorp PCS, Inc.	PCS Service		10.12%

* Information has not been provided by minority shareholder.

FCC 602
Schedule AFCC Ownership Disclosure Information for the
Wireless Telecommunications ServicesApproved by OMB
3050 - 0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
CB Capital Investors, L.P.		Unavailable*	
4) Disclosable Interest Holder's Address:			
c/o TeleCorp 1010 N. Glebe Road, Ste 800, Arlington, VA 22201			
5) Type of Interest In Applicant () (refer to instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held In Applicant:	
D, R	L	See Exhibit A-1	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
S - See Exhibit A-1		USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Triton Communications, L.L.C.	Cellular service	Unavailable*	32.2%
Triton PCS Licensee Company, L.L.C.	PCS Service	Unavailable+	19.8%
TeleCorp PCS, Inc.	PCS Service		13.49%

* Information has not been provided by minority shareholder.

FCC 602
Schedule AFCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
2060 - 0700
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Equity Linked Investor6 - II		3) Disclosable Interest Holder's TIN: Unavailable+	
4) Disclosable Interest Holder's Address: c/o TeleCorp 1010 N. Glebe Road, Ste 800, Arlington, VA 22201			
5) Typed Interest in Applicant () (refer to Instructions for list) D, R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L	7) Percent of Interest Held in Applicant: See Exhibit A-1	
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list): s - See Exhibit A-1		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (If the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
TeleCorp PCS, Inc. I	PCS service		13.49%
Triax Midwest Associates, L.P.	CATV service	Unavailable*	13.6%

* Information has not been provided by minority shareholder.

FCC 602
Schedule AFCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3000 - 0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
J. H. Whitney & Co.		Unavailable*	
4) Disclosable Interest Holder's Address:			
c/o TeleCorp 1010 N. Glebe Road, Ste 800, Arlington, VA 22201			
5) Type of Interest in Applicant () (refer to instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
D, R	L	See Exhibit A-1	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
s - See Exhibit A-1		USA	
10) Relationship Description (If the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			
See Exhibit A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
n/a			

* Information has not been provided by minority shareholder.

TeleCorp Holding Corp., Inc.
F'CC Form 602

EXHIBIT A-1

(Response To Items 7, 8, and 10 for all Interest Holders)

TeleCorp Holding Corp., Inc. ("THC") is a wholly-owned subsidiary of TeleCorp PCS, Inc. ("TPI"). As explained in a transfer of control application (File No. 50422-CW-TC-98), THC and TPI have different equity ownership due to the use of tracking stock issued by TPI that tracks the performance of THC. In addition, there are multiple classes of THC stock with different equity and voting rights. Taking into account the tracking stock and classes of equity, the 10% or greater ownership and voting interests of THC are as detailed below:

Interest Holder	Equity Ownership	Voting Percentage
Gerald T. Vento	9.54%	31.13%
Thomas H. Sullivan	5.81%	18.97%
CB Capital Investors, L.P.	18.32%	10.85%
Rohit Desai Associates (1)	17.93%	10.82%
Hoak Communications Partners (2)	13.45%	7.97%
J.H. Whitney & Co. (3)	11.21%	6.64%

Separate Schedule A forms to the FCC Form 602 have been attached for each listed entity.

Notes:

- (1) Rohit Desai Associates interest is held through two related, but independent funds, Equity-Linked Investors-II and Private Equity Investors III, L.P.
- (2) Hoak Communications Partners' interest is held through two related, but independent funds, Hoak Communications Partners, L.P. and HCP Capital Fund, L.P.
- (3) J.H. Whitney & Co.'s interest is held through three related, but independent funds, Whitney Equity Partners, L.P., J.H. Whitney III, L.P., and Whitney Strategic Partners III, L.P.

TeleCorp Holding Corp., Inc.
FCC Form 602

EXHIBIT A-2
(RESPONSE TO ITEMS 11(a)-(d) for Mr. Vento)

Business Names (11a)	Principal Business (11b)	TIN (11c)	Int. (11d)
TeleCorp PCS, Inc.	PCS Holding Company		See Note 1
TeleCorp Holding Corp, Inc.	Provision of PCS in its geographic markets.		See Note 2
TeleCorp PCS, L.L.C.	Provision of PCS in its geographic markets.		See Note 2
THC of Tampa, Inc.	Provision of PCS in the Tampa, FL BTA		See Note 1
TCH of Orlando, Inc.	Provision of PCS in the Orlando, FL BTA		See Note 1
THC of Houston, Inc.	Provision of PCS in the Houston, TX BTA		See Note 1
THC of Melbourne, Inc.	Provision of PCS in the Melbourne, FL BTA		See Note 1
THC of San Diego, Inc.	Provision of PCS in the San Diego, CA BTA		See Note 1
TeleCorp WCS, Inc.	Provision of Wireless Communications Services in its licensed geographic regions		See Note 1
TeleCorp LMDS, Inc.	Provision of Local Multipoint Distribution Services in its licensed geographic regions.		See Note 1
ABC Wireless, L.L.C.	Provision of PCS in its geographic markets.		See Note 3
Viper Wireless, Inc.	Provision of PCS in its geographic markets.		See Note 4
Indiana Acquisition, L.L.C.	Provision of PCS in its geographic markets.		See Note 5
Wireless Acquisition, L.L.C.	Provision of PCS in its geographic markets.		See Note 5

Note 1: Messrs. Sullivan and Vento (see Schedule A for Mr. Sullivan) have a direct voting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising less than 10%.

Jointly: Messrs. Sullivan and Vento (see Schedule A for Mr. Sullivan) have an indirect voting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising less than 10%.

Note 3: Sullivan and Mr. Vento each hold a 33.3% voting and equity interest.

Note: Sullivan holds a 12.44% equity and 50% voting interest and Mr. Vento holds a 15.61% equity and 50% voting interest.

Note 5: Mr. Sullivan and Mr. Vento each hold a 50% equity and voting interest.

TeleCorp Holding Corp., Inc.
FCC Form 602

EXHIBIT A-3
(RESPONSE TO ITEMS XI(a)-(d) for Mr. Sullivan)

Business Names (11a)	Principal Business (11b)	TIN (11c)	Int. (11d)
TeleCorp PCS, Inc.	PCS Holding Company		See Note 1
TeleCorp Holding Corp, Inc.	Provision of PCS in its geographic markets.		See Note 2
TeleCorp PCS, L.L.C.	Provision of PCS in its geographic markets.		See Note 2
THC of Tampa, Inc.	Provision of PCS in the Tampa, FL BTA		See Note 1
TCH of Orlando, Inc.	Provision of PCS in the Orlando, FL BTA		See Note 1
THC of Houston, Inc.	Provision of PCS in the Houston, TX BTA		See Note 1
THC of Melbourne, Inc.	Provision of PCS in the Melbourne, FL BTA		See Note 1
THC of San Diego, Inc.	Provision of PCS in the San Diego, CA BTA		See Note 1
TeleCorp WCS, Inc.	Provision of Wireless Communications Services in its licensed geographic regions		See Note 1
TeleCorp LMDS, Inc.	Provision of Local Multipoint Distribution Services in its licensed geographic regions.		See Note 1
ABC Wireless, L.L.C.	Provision of PCS in its geographic markets.		See Note 3
Viper Wireless, Inc.	Provision of PCS in its geographic markets.		See Note 4
Indiana Acquisition, L.L.C.	Provision of PCS in its geographic markets.		See Note 5
Wireless Acquisition, L.L.C.	Provision of PCS in its geographic markets.		See Note 5

Notably, Messrs. Sullivan and Vento (see Schedule B for Mr. Vento) have a direct voting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising less than 10%.

Notably, Messrs. Sullivan and Vento (see: Schedule B for: Mr. Vento) have an indirect voting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising less than 10%.

Mr. Sullivan and Mr. Vento each hold a 33.3% voting and equity interest.

Mr. Sullivan holds a 12.44% equity and 50% voting interest and Mr. Vento holds 15.61% equity and 50% voting interest.

Mr. Sullivan and Mr. Vento each hold holds a 50% equity and voting interest.